



Jim Justice
Governor of West Virginia

MEMORANDUM

TO: Mary Lipford, Financial Manager, Governor's Office

FROM: Brian Abraham, General Counsel *BA/AS*

DATE: April 5, 2018

SUBJECT: Engagement Agreement with Carey, Scott, Douglas, & Kessler, PLLC for Investigation

The Governor has authorized me to sign an engagement agreement with Michael Carey of Carey, Scott, Douglas & Kessler, PLLC to be designated as Special Deputy General Counsel for the purposes of conducting an investigation of cabinet-level issues. It is my opinion that because the firm is not being retained to represent the Governor's Office in court, an Attorney General waiver is not required. I have spoken with Anthony Martin, Chief Deputy Attorney General, who concurs in my opinion. Therefore, please process for payment invoices received from this law firm during their engagement.

CAREY, SCOTT, DOUGLAS & KESSLER, PLLC
 901 Chase Tower
 707 Virginia Street, East
 P. O. Box 913
 Charleston, WV 25323

Office of the Governor
 Brian Abraham, General Counsel
 State Capitol
 1900 Kanawha Blvd., East
 Charleston WV 25305

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Account No: 1636-001M
 Statement No: 11315

Attn: Brian Abraham

Special General Counsel - Internal Investigation

I HEREBY CERTIFY THAT THE
 ITEMS LISTED HEREON HAVE
 BEEN RECEIVED AND APPROVED
 FOR PAYMENT

Chris Kelle
 Date Name

Fees

		Hours	
01/26/2018	MWC Meeting with client regarding new matter.	1.00	350.00
01/29/2018	MWC Review multiple newspaper articles regarding Appalachia Development Group; begin review of Guaranteed Loan Program requirements; review primer on NGL's; phone conference with Brian Abraham.	1.00	350.00
01/31/2018	MWC Review Excel Participant Code of Ethics.	0.20	70.00
02/01/2018	MWC Telephone call with Brian Abraham.	0.20	n/c
	LA Conference with Mr. Carey regarding new client; conference with Ms. Bradshaw regarding attorney-client agreement; scan, email and mail to Manda with Brian Abraham's office.	0.10	n/c
	MWC Conference with Ms. Smith regarding Secretary of State search; review results; begin review of materials provided by Bray Cary and Brian Abraham.	1.00	350.00
	LA West Virginia Secretary of State search regarding Appalachia Development Group and other related companies, submit information to Mr. Carey; check Delaware Secretary of State site regarding corporations; submit information to Mr. Carey; organize information.	0.10	10.00
02/02/2018	MWC Meeting with Brian Abraham and Bray Cary.	0.80	280.00
	MWC Interview of Rob Alsop.	0.80	280.00
	LA Calendar Mr. Carey's meeting with Brian Abraham on February 2, 2018, at 11:50 a.m.	0.10	n/c
	LA Calendar meeting with Woody Thrasher for February 5, 2018, at 2:00 p.m.	0.10	n/c
	MWC Telephone conference with Woody Thrasher; phone call		

Special General Counsel - Internal Investigation

			Hours	
		with Debbie Browning.	0.10	35.00
	LA	Type Mr. Carey's memo regarding questions and comments; submit draft to Mr. Carey.	0.50	n/c
02/05/2018	MWC	Interview of Woody Thrasher.	2.20	770.00
	LA	Travel with Mr. Carey to Capitol; attend meeting with Mr. Thrasher and Mr. Carey.	2.20	220.00
	MWC	Review Tri-State Shale agreement.	0.10	35.00
	LA	Type Mr. Carey's memo of interview of Rob Alsop; submit draft to Mr. Carey.	1.00	n/c
02/06/2018	MWC	Review email from Bray Cary; phone conference with Bray Cary; review and revise memo of Alsop interview; review storage site analysis; dictate memo of interview of Woody Thrasher.	2.10	735.00
	LA	Review and revise interview questions memo; review and revise memo of interview of Rob Alsop.	0.40	40.00
	LA	Check West Virginia Secretary of State site regarding Appalachia Development Group (prior incorporators, articles, etcetera); search Matric information, Board of Directors, articles, etcetera; print and save to file.	0.80	80.00
	LA	Type additions and revisions to memos; submit same to Mr. Carey, with relating articles.	0.40	n/c
02/07/2018	MWC	Interview of Woody Thrasher.	0.70	245.00
	LA	Transcribe memo of interview of Woody Thrasher; submit draft to Mr. Carey.	1.30	n/c
	MWC	Telephone conference with Bray Cary and Brian Abraham; review various emails from reporter regarding potential conflict.	0.30	105.00
02/08/2018	MWC	Conference with Mr. Pogue and Mr. Bryant regarding Ethics Act research.	0.10	35.00
	DRP	Conference with Mr. Carey and Mr. Bryant regarding research.	0.10	27.50
	DRP	Research regarding Ethics Act requirements; draft memo for Mr. Carey.	3.90	1,072.50
	DRP	Conference with Mr. Carey and Mr. Bryant regarding initial research results.	0.30	82.50
	SBB	Conference with Mr. Carey and Mr. Pogue; research West Virginia Ethics Commission opinions; Conference with Mr. Carey and Mr. Pogue.	1.50	525.00
	LA	Research regarding Steve Hedrick; check West Virginia Secretary of State site regarding Appalachia Development Group Annual Report; phone call to Secretary of State regarding same; receive and review Annual Report.	0.50	50.00

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		Hours	
	LA Conference with Mr. Carey; calendar meeting with Brian Anderson for February 9, 2018 at 9:00 a.m.; type Mr. Carey's timeline	0.90	n/c
	MWC Begin drafting timeline.	0.40	140.00
	MWC Telephone conference with Tom Heywood.	0.10	35.00
	MWC Review ADG White Paper.	0.20	70.00
	MWC Compare press releases.	0.30	105.00
	MWC Review multiple emails and attachments forwarded by Bray Cary.	1.20	420.00
	MWC Telephone calls with Hollie Hubbard.	0.10	35.00
	MWC Review emails and attachments from Hollie Hubbard.	0.20	70.00
	MWC Review materials presented to business summit by Woody Thrasher.	0.20	70.00
	MWC Interview of Hollie Hubbard.	2.30	805.00
	LA Meeting with Hollie Hubbard at the State Capitol.	2.30	230.00
02/09/2018	MWC Interview of Brian Anderson.	2.20	770.00
	DRP Work on memo regarding ethics act violations.	0.50	137.50
	LA Continue typing timeline; submit draft to Mr. Carey; calendar meeting with Tom Heywood for February 12, 2018 at 8:30 a.m.	0.50	n/c
	LA Meeting with Mr. Carey and Brian Anderson; draft memo of interview; submit to Mr. Carey.	4.50	450.00
	LA Conference with Mr. Carey regarding meetings scheduled for China Energy in November-December; telephone call with Hollie Hubbard; she will return call from her office on February 12, 2018.	0.20	n/c
	MWC Review and revise memo of interview of Brian Anderson.	0.40	140.00
	MWC Conference with Mr. Pogue and Mr. Bryant; review ethics research; review emails received from Hollie Hubbard; draft conflicts timeline.	0.90	315.00
	MWC Review multiple attachments sent by Brian Abraham.	0.70	245.00
	SBB Review additional opinions; review Mr. Pogue's draft memo; conference with Mr. Pogue; conference with Mr. Carey regarding conclusion.	0.70	245.00
	DRP Conference with Mr. Bryant; conference with Mr. Carey.	0.20	55.00
	LA Type conflicts timeline; submit draft to Mr. Carey.	0.80	n/c
02/12/2018	MWC Meeting with Tom Heywood and Ms. Smith.	0.80	280.00
	MWC Meeting with Debbie Browning and Ms. Smith; meeting with Josh Jarrell and Ms. Smith.	2.00	700.00
	LA Save and print all documents provided to Mr. Carey by Brian Abraham.	0.30	n/c
	LA Meeting with Tom Heywood and Mr. Carey regarding Matric and Steve Hedrick.	0.80	80.00
	LA Conference with Mr. Carey; draft timeline of Mr. Carey's		

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		Hours	
	meetings regarding special investigation; submit to Mr. Carey.	0.20	n/c
LA	Telephone call with Hollie Hubbert regarding information about itinerary; submit information to Mr. Carey.	0.50	n/c
LA	Calendar meetings today with Josh Jarrell and Debbie Browning.	0.10	n/c
LA	Gather and organize documents for meetings; update conflicts time line; meeting with Debbie Browning and Josh Jarrell at the State Capitol.	2.50	250.00
MWC	Telephone conference with Josh Jarrell.	0.10	35.00
MWC	Review multiple documents provided by Josh Jarrell.	0.60	210.00
02/13/2018	MWC Meeting with Steve Hedrick, John Miesner and Ms. Smith; meeting with Kris Hopkins and Ms. Smith.	3.50	1,225.00
LA	Type Mr. Carey's additions and revisions to time line.	0.10	n/c
LA	Meeting with Mr. Hedrick and Mr. Miesner; meeting with Kris Hopkins.	3.50	350.00
MWC	Update, review and revise timeline of events.	0.30	105.00
LA	Email opinion to Josh Jarrell; phone call from Steve Hedrick regarding meeting; calendar same; print various documents received from Josh Jarrell.	0.20	n/c
LA	Check West Virginia Secretary of State and Google regarding Enviro Labs and Joe Bozada; phone call to Brian Anderson regarding documents and Mr. Carey's question (voice message).	1.00	100.00
02/14/2018	MWC Meeting with Steve Hedrick, John Miesner and Ms. Smith.	1.00	350.00
MWC	Review documents sent by Brian Anderson; phone conference with Brian Abraham; dictate, review and revise memos of interviews.	3.30	1,155.00
LA	Conference with Mr. Carey; phone call to Brian Anderson (voice message); calendar meeting today at 3:00 p.m. with Steve Hedrick and John Miesner.	0.30	n/c
LA	Type Mr. Carey's additions and revisions to memo of interview of Brian Anderson.	0.30	n/c
LA	Meeting with Steve Hedrick, John Miesner and Mr. Carey regarding additional questions.	1.00	100.00
LA	Draft memo of interview of Debbie Browning; submit to Mr. Carey.	0.80	80.00
MWC	Review multiple emails and/or attachments from Brian Abraham and Josh Jarrell.	0.40	140.00
LA	Review and gather documents for meeting.	0.20	20.00
02/15/2018	MWC Continue to dictate, review and revise memos of interviews; work on timelines; exchange emails with Kris Hopkins regarding source of funds; exchange emails with		

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			Hours	
		Josh Jarrell regarding purpose of flights; phone conference with Brian Anderson.		
		;	4.10	1,435.00
	LA	Print and save documents from Brian Abraham and Brian Anderson; review all; submit to Mr. Carey; create travel timeline; create events timeline; revise events timeline.	4.30	430.00
	LA	Type additions and revisions to timeline; type second memo of interview of Mr. Thrasher; type memo of February 8, 2018 phone call with Mr. Thrasher; transcribe Mr. Carey's memos of Interviews of Josh Jarrell and Kris Hopkins; submit drafts to Mr. Carey.	1.30	n/c
02/16/2018	MWC	Prepare for meeting with Governor's Office; meeting with Bray Cary and Brian Abraham, with Mike Hall joining later; phone conference with John Miesner; send email to Brian Abraham.	5.60	1,960.00
	MWC	Review email from Josh Jarrell.	0.10	35.00
	LA	Transcribe memos of interviews of Steve Hedrick on February 13 and 14, 2018; submit drafts to Mr. Carey; gather and prepare documents for Mr. Carey's meeting with client today.	2.00	n/c
02/20/2018	LA	Telephone call from Brian Abraham regarding opinions from West Virginia Ethics Commission.	0.10	n/c
02/22/2018	LA	Email to Brian Abraham regarding Ethics Commission opinions.	0.10	n/c
02/26/2018	MWC	Telephone conference with Brian Abraham.	0.10	35.00
02/27/2018	LA	Meeting with Thom Kirk and others to discuss email search regarding investigation topics.	2.00	200.00
	MWC	Meeting with Ms. Smith and investigators at Fusion Center.	2.00	700.00
	MWC	Review materials sent by Brian Abraham.	0.80	280.00
02/28/2018	LA	Gather documents to be provided to Thom Kirk; conference with Mr. Carey; scan and send all documents by email to Thom Kirk; email advisory opinion to Brian Abraham.	0.80	80.00
	MWC	Identify documents to be provided to Thom Kirk.	0.20	70.00
		For Current Services Rendered	79.40	20,490.00
		Total Non-billable Hours	11.60	

Recapitulation

Timekeeper

Michael W. Carey

Hours

44.50

Special General Counsel - Internal Investigation

<u>Timekeeper</u>	<u>Hours</u>
David R. Pogue	5.00
S. Benjamin Bryant	2.20
Paralegal	27.70

Expenses

01/31/2018	Color Document Prints - 48 pages	16.80
02/28/2018	Document Prints - 590 pages	147.50
02/28/2018	Color Document Prints - 349 pages	122.15
02/28/2018	Thomson Reuters - Westlaw Research	84.00
	Total Expenses	370.45
	Total Current Work	20,860.45
	Balance Due	<u>\$20,860.45</u>